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Tarrant County Texas

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8/27/2010 8:47 AM

D210209120



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Suzanne Henderson

Submitter: SIMPLIFILE

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**AMENDMENT AND EXTENSION OF OIL AND GAS LEASE**

STATE OF TEXAS           §  
                                       §       KNOW ALL MEN BY THESE PRESENTS:  
 COUNTY OF TARRANT   §

This Amendment and Extension of Oil and Gas Lease (the "Amendment and Extension") is executed by **McClain Apartment Properties, LP**, a Texas limited partnership, whose address is 23 Westover Road, Fort Worth, Texas 76107-3104 ("Lessor"), and **Chesapeake Exploration, L.L.C.**, an Oklahoma limited liability company, whose address is P.O. Box 18496, Oklahoma City, Oklahoma 73154 ("Lessee"), to be effective as of the 30<sup>th</sup> day of July 2007 (the "Effective Date").

WHEREAS, Lessor and Lessee previously executed that certain Paid Up Oil and Gas Lease dated July 30, 2007 (the "Lease"), a memorandum of which was recorded on August 23, 2007, as Instrument No. D207298565, in the Real Property Records of Tarrant County, Texas;

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Lessee's working interest in the aforementioned Lease; and

WHEREAS, the parties named herein have agreed to amend the Lease to extend its primary term as provided below.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee agree as follows:

1. Paragraph 2 of the Lease is hereby amended to replace the words "primary term of THREE (3) years" with the words "primary term of SIX (6) years"; the remainder of the paragraph shall remain unchanged.

2. This Amendment and Extension shall be binding upon and shall extend to the successors and assigns of the parties.

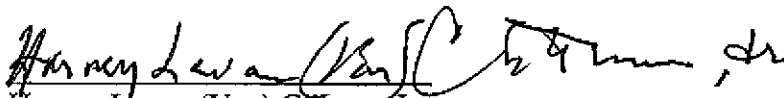
3. This Amendment and Extension may be signed in any number of counterparts, each of which shall be considered an original for all purposes, with the same effect as if the signatures thereto and hereto were upon the same instrument.

EXECUTED this 26th day of July, 2010, but for all purposes effective as of the Effective Date.

**LESSOR:**

McClain Apartment Properties, LP  
a Texas limited partnership

By: HLC Investments, Inc.,  
a Texas corporation, its sole general partner

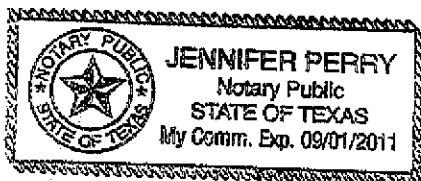
By:   
Harvey Lavan (Van) Cliburn, Jr.  
its President

**ACKNOWLEDGMENT**

STATE OF TEXAS           §  
                                     §  
COUNTY OF TARRANT   §




This instrument was acknowledged before me on the 26th day of July, 2010 by Harvey Lavan (Van) Cliburn, Jr., as President of HLC Investments, Inc., a Texas corporation, sole general partner of McClain Apartment Properties, LP, a Texas limited partnership, on behalf of said limited partnership.

  
Notary Public, State of Texas



LESSEE:

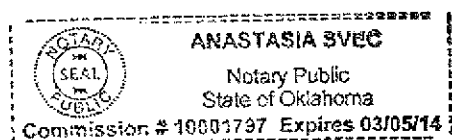
**CHESAPEAKE EXPLORATION, LLC.**  
an Oklahoma limited liability company

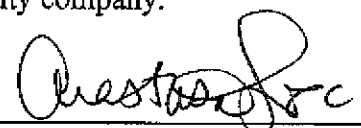
By:   
Henry J. Hood, Senior Vice President –   
Land & Legal and General Counsel 

**ACKNOWLEDGMENT**

STATE OF OKLAHOMA §  
§  
COUNTY OF OKLAHOMA §

This instrument was acknowledged before me on this 10<sup>th</sup> day of August, 2010,  
by Henry J. Hood, as Senior Vice President – Land & Legal and General Counsel of Chesapeake  
Operating, Inc., general partner of Chesapeake Exploration, L.L.C., an Oklahoma limited  
liability company, on behalf of said limited liability company.



  
Notary Public, State of OKLAHOMA  
Printed Name: Anastasia Svec  
My commission expires: 3/5/2014

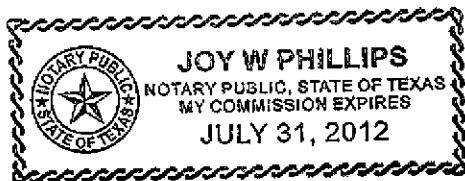
TOTAL E&P USA, INC., a Delaware corporation

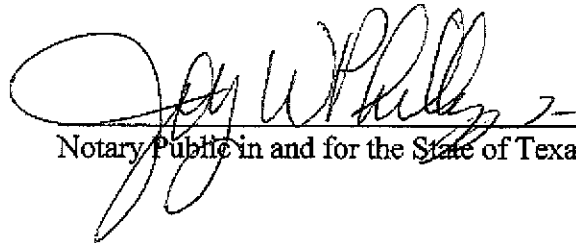
By:   
Eric Bonnin  
Vice President, Business Development & Strategy 

ACKNOWLEDGMENT

STATE OF TEXAS       §  
                                  §  
COUNTY OF HARRIS   §

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of AUGUST, 2010, by Eric Bonnin, Vice President, Business Development & Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and on behalf of such corporation.



  
Notary Public in and for the State of Texas